

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
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**FIFTH MONTHLY FEE STATEMENT OF
EVERCORE GROUP L.L.C. FOR COMPENSATION EARNED AND
EXPENSES INCURRED FOR JUNE 15, 2019 THROUGH JULY 14, 2019**

Name of Applicant: Evercore Group L.L.C.

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: December 7, 2018, *nunc pro tunc* to October 15, 2018

Period for which compensation and reimbursement is sought: June 15, 2019 through July 14, 2019

Monthly Fees Incurred: \$50,000.00

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Monthly Fees Incurred:	\$50,000.00 ²
20% Holdback:	\$10,000.00
Total Compensation Less 20% Holdback:	\$40,000.00
Monthly Expenses Incurred:	\$0.00
Total Fees and Expenses Due:	\$40,000.00

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”)³, Evercore Group L.L.C. (“Evercore”) hereby submits this fifth monthly fee statement (the “Fifth Monthly Fee Statement”), seeking compensation for services rendered as financial advisor to the Debtors, for the period June 15, 2019 through July 14, 2019 (the “Fifth Monthly Fee Period”). By this Fifth Monthly Fee Statement, Evercore seeks payment in the amount of \$40,000.00, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Fifth Monthly Fee Period.

Nothing contained herein shall constitute a waiver of Evercore’s rights with respect to the interim and final fee applications to be filed in these cases, and Evercore reserves all rights with respect to such interim and final fee applications.

² Given its workload, Evercore had reduced its monthly fee from \$100,000.00 to \$50,000.00 for the Fourth Monthly Fee Period (Evercore had previously voluntarily reduced its monthly fee from \$200,000.00 to \$100,000.00 during the Third Monthly Fee Period). Evercore reserves the right to increase its monthly fee back to \$200,000.00 in the future.

³ Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

Notice and Objection Procedures

Notice of this Fifth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Fifth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 21, 2019** (the “Objection”).

Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Fifth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Fifth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of Fifth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

SUMMARY OF TIME SPENT BY EVERCORE PROFESSIONALS
FROM JUNE 15, 2019 - JULY 14, 2019

Name of Professional	Title	Total Hours
Daniel Aronson	Senior Managing Director	0.5
Jeremy Matican	Managing Director	8.0
Siddhesh Patkar	Associate	18.0
Ajith Sukumar	Analyst	28.5
Total		55.0

SUMMARY OF SERVICES RENDERED BY EVERCORE PROFESSIONALS
FROM JUNE 15, 2019 - JULY 14, 2019

Category	Project Description	Total Hours
1	General Case Administration	0.0
2	Asset Transfers	0.0
3	Financing Transactions	0.0
4	Valuation	0.0
5	Sale Transaction	0.0
6	Plan of Reorganization	0.0
7	Board communication	0.0
8	Court testimony and litigation support	39.5
9	Hearings and Court Matters	3.0
10	Travel	4.0
11	Evercore Retention	0.0
12	Fee Application	8.5
Total		55.0

Services Rendered

Attached are the following schedules in support of this Fifth Monthly Fee Statement:

- Schedule A: Details of Hours Expended

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Dated: August 6, 2019



Daniel Atkinson
Senior Managing Director
Everbcore Group L.L.C.

SCHEDULE A

DETAILS OF HOURS EXPENDED

Daniel Aronson, Senior Managing Director			
Date	Work Done	Hour	Code
6/25/2019	Review of Evercore Monthly Fee Statement	0.5	Fee Application
		0.5	

Jeremy Matican, Managing Director			
Date	Work Done	Hour	Code
6/20/2019	Travel to Fee Hearing	2.0	Travel
6/20/2019	Fee Hearing	3.0	Hearings and Court Matters
6/20/2019	Travel from Fee Hearing	2.0	Travel
6/25/2019	Review of Evercore Monthly Fee Statement	1.0	Fee Application
		8.0	

Sid Patkar, Associate			
Date	Work Done	Hour	Code
6/15/2019	Follow up on PW Litigation Complaint	4.0	Court testimony and litigation support
6/17/2019	Testimony Preparation	2.0	Court testimony and litigation support
6/19/2019	Draft Fee Order related follow up	1.0	Fee Application
6/20/2019	Draft Fee Order related follow up	1.0	Fee Application
6/25/2019	Preparation and review of Evercore Monthly Fee Statement	2.0	Fee Application
7/8/2019	Work session re: Rights Offerings	2.0	Court testimony and litigation support
7/8/2019	Work session re: Pension Liabilities	2.0	Court testimony and litigation support
7/9/2019	Work session re: Rights Offerings	2.0	Court testimony and litigation support
7/9/2019	Call w/ PW re: Asset Transfers and follow up	1.0	Court testimony and litigation support
7/9/2019	Work session re: Pension Liabilities	1.0	Court testimony and litigation support
		18.0	

Ajith Sukumar, Analyst			
Date	Work Done	Hour	Code
6/15/2019	Work session re: PW Litigation Complaint	7.0	Court testimony and litigation support
6/17/2019	Testimony Preparation	3.0	Court testimony and litigation support
6/25/2019	Preparation of Evercore Monthly Fee Statement	3.0	Fee Application
7/2/2019	Work session re: PW presentation request	0.5	Court testimony and litigation support
7/8/2019	Work session re: Rights Offerings	3.0	Court testimony and litigation support
7/8/2019	Work session re: Pension Liabilities	4.0	Court testimony and litigation support
7/9/2019	Work session re: Rights Offerings	5.0	Court testimony and litigation support
7/9/2019	Call w/ PW re: Asset Transfers	1.0	Court testimony and litigation support
7/9/2019	Work session re: Pension Liabilities	2.0	Court testimony and litigation support
		28.5	